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CSPC PHARMACEUTICAL GROUP LIMITED

石藥集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1093)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CSPC Pharmaceutical Group Limited (the “Company”) will be held at Suite 3206, 32/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 3 November 2023 at 10:00 a.m. or any adjournments thereof for the purpose of considering and, if thought fit, passing (with or without modifications) the following proposed resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) **“THAT** the conditional grant of 18,000,000 share options (“**Mr. Cai’s Share Options**”) to Mr. Cai Dongchen (“**Mr. Cai**”) pursuant to the share option scheme adopted by the Company on 9 December 2015 (the “**Share Option Scheme**”), entitling him to subscribe for 18,000,000 ordinary shares of the Company (“**Share(s)**”) at an exercise price of HK\$5.98 per Share (the principal terms and conditions of Mr. Cai’s Share Options are set out in the circular of the Company dated 9 October 2023 (the “**Circular**”)) on such terms as stipulated in the offer letter issued by the Company to Mr. Cai and subject to the terms of the Share Option Scheme from time to time be and is hereby approved, confirmed and ratified; and **THAT** any one director of the Company be and is hereby authorized to do all such things and take all such actions (including but not limited to the allotment and issuance of Shares upon exercise of Mr. Cai’s Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to Mr. Cai’s Share Options.”

- (2) “**THAT** the conditional grant in the aggregate of 50,000,000 Shares (the “**Share Options**”) at the exercise price of HK\$5.98 per Share to Mr. Cai, Mr. ZHANG Cuilong, Dr. LI Chunlei, Mr. WANG Huaiyu, Mr. WANG Zhenguo, Mr. PAN Weidong, Dr. WANG Qingxi, Mr. CHAK Kin Man and Dr. JIANG Hao (collectively, the “**Management Grantees**”) in accordance with the terms of the Share Option Scheme in such manner as set out in the Circular and the exercise of the relevant Share Options granted to each of the Management Grantees in accordance with the terms of the Share Options and the Share Option Scheme (the “**Underlying Transaction**”) be and are hereby approved, confirmed and ratified; and **THAT** any one director of the Company be and is hereby authorized to do all such things and take all such actions (including but not limited to the allotment and issuance of Shares upon the exercise of the Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Underlying Transaction.”

SPECIAL RESOLUTION

- (3) “**THAT** the waiver pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving the obligation on the part of the Management Grantees to make a mandatory general offer for all the issued Shares and other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company (if any) not already owned or agreed to be acquired by the Management Group as a result of the allotment and issuance of the Shares pursuant to the Share Options to the Management Grantees (the “**Whitewash Waiver**”), subject to the Executive (as defined in the Circular) granting the Whitewash Waiver and the satisfaction of the conditions attached to the Whitewash Waiver, be and is hereby approved and; **THAT** any one director of the Company be and is hereby authorized to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.”

Yours faithfully,
By order of the Board
CSPC Pharmaceutical Group Limited
CAI Dongchen
Chairman

Hong Kong, 9 October 2023

Registered Office:

Suite 3206

32nd Floor

Central Plaza

18 Harbour Road Wan Chai

Hong Kong

Notes:

1. The EGM will be held in form of a physical meeting. Any member of the Company entitled to attend, speak and vote at the EGM shall be entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited to the Company's share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 31 October 2023 to Friday, 3 November 2023 both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the EGM to be held on Friday, 3 November 2023, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 October 2023.
4. All votes of shareholders at the EGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. In case the EGM or any adjournment thereof is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, Shareholders are recommended to visit the Company's website for arrangements of the EGM or any adjournment thereof.

As at the date of this announcement, the Board comprises Mr. CAI Dongchen, Mr. ZHANG Cuilong, Mr. WANG Zhenguo, Mr. PAN Weidong, Mr. WANG Huaiyu, Dr. LI Chunlei, Dr. WANG Qingxi, Mr. CHAK Kin Man and Dr. JIANG Hao as executive Directors; and Mr. WANG Bo, Mr. CHEN Chuan, Prof. WANG Hongguang, Mr. AU Chun Kwok Alan, Mr. LAW Cheuk Kin Stephen and Ms. LI Quan as independent non-executive Directors.